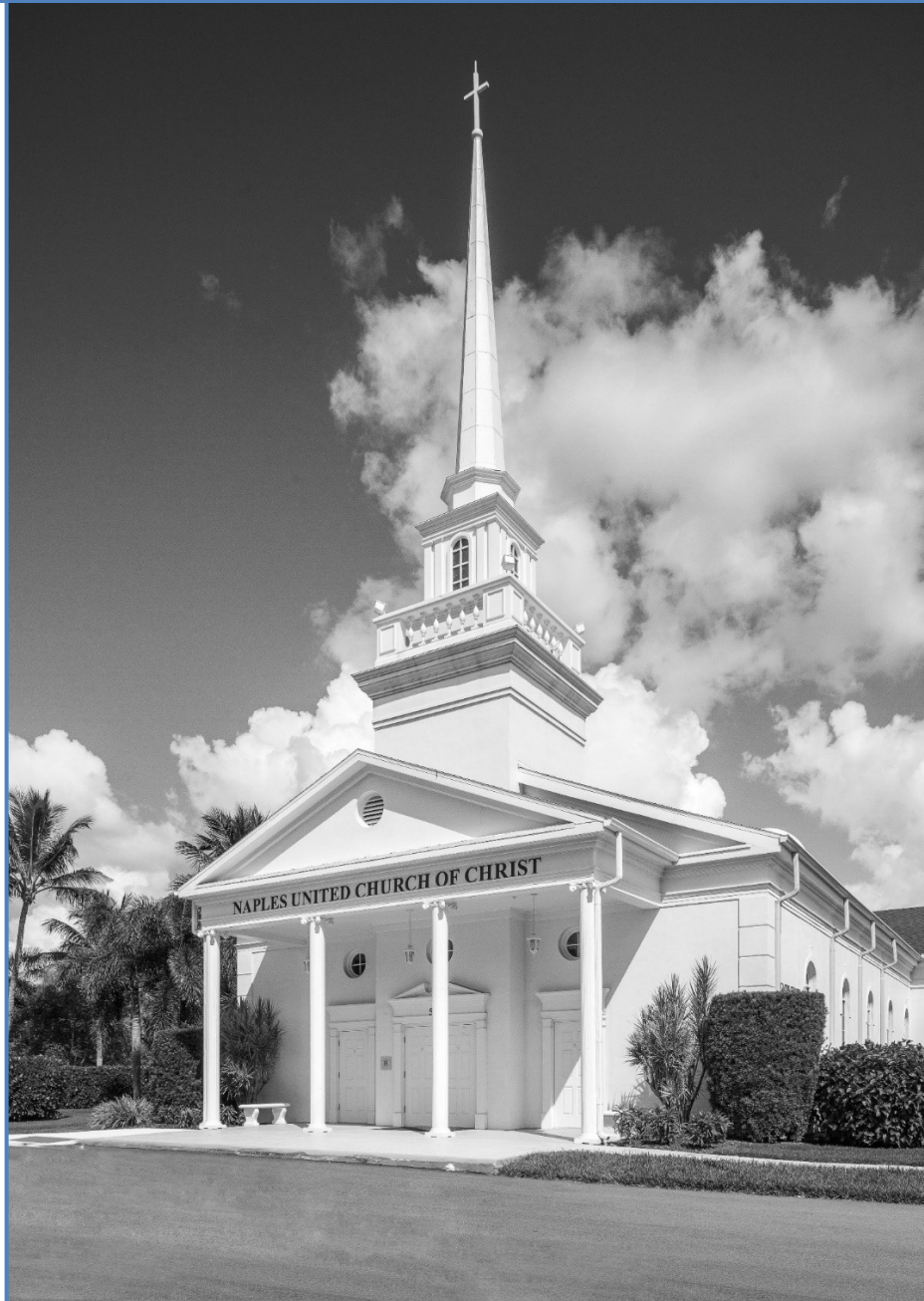


Naples United Church of Christ Bylaws



February 2024

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NAPLES UNITED CHURCH OF CHRIST

NAPLES, FLORIDA | BYLAWS

1.0 NAME AND PURPOSE

This Church, gathered in 1972, constituted in 1973, incorporated under the not-for-profit laws of the State of Florida, and now a part of the United Church of Christ, shall be known as the NAPLES UNITED CHURCH OF CHRIST, hereafter referred to as the “Church” or “NUCC”. The purpose of the Church is to engage in religious, educational and charitable activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, and the applicable rules and regulations there under.

2.0 HEADQUARTERS AND FISCAL YEAR

2.1 Headquarters

The Church home and corporate business offices shall be on the Church property located at 5200 Crayton Road, Naples, Florida 34103.

2.2 Fiscal Year

The fiscal year shall be January 1 to December 31.

3.0 CHURCH IDENTITY

3.1 Core Values

- Open and Affirming
- Mission-Driven
- Powerful Worship
- Continuing Generosity
- Caring Ministry
- Hospitable Fellowship

3.2 Mission Statement

To love God and all our neighbors as God loves us.

3.3 Church Polity

The governance of the Church is vested in its Members. As a Florida not-for-profit corporation, the Church is subject to the Laws of the State of Florida relating to corporations for charitable and philanthropic purposes.

The Church shall be apart of the United Church of Christ, and it shall sustain a free and voluntary relationship with other United Church of Christ local churches, the Florida Conference of the United Church of Christ, and the covenanted ministries and organizations related to the United Church of Christ.

3.4 Church Doctrine

The Church recognizes the Bible as sufficient rule of faith and practice and holds that living in accordance with the teaching of Jesus Christ is the true demonstration of Christian living. Each member shall have the undisturbed right to follow the Word of God according to the dictates of one's own conscience, under the enlightenment of the Holy Spirit.

The Church claims as its own, the faith of the historic church as expressed in the ancient creeds. It affirms the responsibility of the church in each generation to make this faith its own. (See Appendix A.)

In accordance with the teachings of our Lord and practice of Protestant churches, it recognizes two Sacraments: Baptism and the Lord's Supper or Holy Communion.

3.5 Church Covenant

We covenant, one with another, to seek and respond to the word and will of God. We propose to walk together in the ways of the Lord, made known and to be made known to us. We hold it to be the mission of the Church to witness to the Gospel of Jesus Christ in all the world, worshiping God, and striving for truth, justice, and peace. As did our forbearers, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the Kingdom of God, and we look with faith toward the triumph of righteousness and eternal life.

4.0 MEMBERSHIP

4.1 Membership Eligibility

Membership in the Church shall be open to any person who has been baptized, confirmed, or has made public confession of faith in Jesus Christ as Lord and Savior. Members of other churches may become members of this Church by reaffirmation of faith or by letter of transfer.

NUCC is an Open and Affirming congregation, embracing diversity and affirming the dignity and worth of every person, since we are all created in God's image. We welcome into full membership and participation in the Body of Christ, persons of every race, ethnic background, age, gender identity and expression, sexual orientation, physical or mental ability, socio-economic background, marital status, and faith background. We welcome all to share in the leadership, ministry, fellowship, worship, sacraments, responsibilities, and blessings of participation in the life of the Church and the broader United Church of Christ.

4.2 Membership Classifications

There shall be three classifications of members of the Church: Full, Associate, and Inactive.

4.2.1 *Full Members*

Full members shall be all persons uniting with the Church by confession of faith, by reaffirmation of faith, or by letter of transfer.

4.2.2 *Associate Members*

Associate members shall be those who wish to retain their membership in another church while formally associating themselves with the Church.

4.2.3 *Inactive Members*

Inactive members shall be those members (whether they were previously Full or Associate members) who have been moved to the inactive roll by the Board of Deacons for failure, in spite of spiritual

care, to attend the Church's worship or contribute to its support for a year or more. The Board of Deacons, with the advice of the Senior Minister, the Clerk, and appropriate staff, shall have the discretion to place Full or Associate members on the inactive roll after a full review of their situation. A member placed on the inactive roll shall be notified in writing of the change in status.

4.3 Membership Rights and Privileges

Full and Associate members have all the rights and privileges of membership set out in these Bylaws, including the right to vote in Church Meetings and to hold elected and appointed positions, and are referred to herein as "Members" or the "Membership." Inactive members do not have any rights or privileges of membership unless and until reinstated as Full or Associate members; inactive members shall not receive notices required by these Bylaws to be sent to the Membership and do not count for quorum purposes. Non-members may be elected as members of committees, other than the Nominating Committee, the Human Resources Committee, the Development Committee, and the Stewardship Committee, but may hold no other elected or appointed positions.

4.4 Membership Responsibility

All members of the Church shall pledge themselves to attend the services of the Church, observe its sacraments, share in its work, support its financial needs, and engage in high standards of respectful behavior.

4.5 Membership Termination

4.5.1 Transfer

Any member shall, upon the member's request, be granted a letter of transfer to another church.

4.5.2 Request to Release

If, because of change of faith or for other reasons, a member requests, in writing, to be released from membership obligations, the

Church shall grant the request and terminate such membership by a letter from the Clerk.

4.5.3 Removal

A member who has been placed on the inactive roll and who remains inactive for a subsequent year shall be reviewed annually by the Board of Deacons, in coordination with the Clerk, to determine if the member should be removed from membership. A member may also be removed by an affirmative vote of not less than two-thirds of all voting members of the Executive Committee because of failure to engage in respectful behavior with other members of the Church, with the Church staff, or with the extended community while representing the Church on Church business. A member who has been removed from membership shall be notified in writing of the removal.

5.0 CHURCH GOVERNANCE STRUCTURE

5.1 Powers of Church Meeting

Following the long tradition of the United Church of Christ, the governance of the Church is vested in its Members as they assemble in meeting, referred to herein as “Church Meetings.” Certain powers are reserved to Church Meetings. Those powers and the requirements and procedures for Church Meetings are set out in Section 6 of these Bylaws.

5.2 Other Governing Bodies

In order to maintain good management of the Church between Church Meetings, certain responsibilities and authorities of the Members are delegated by these Bylaws to the Church Council (the “Council”), made up of Church officers and the chairs of every Church board and standing committee (referred to herein as “boards” and “committees”), and the chair of the Stephen Ministry. Further, an Executive Committee of the Council (the “Executive Committee”) made up of Church officers (other than the Assistant Treasurer) and the chairs of every board plus one at-large member

is established by these Bylaws to serve as the governing body of the Church between Church Meetings and between regular meetings of the Council. (See Appendix B – Church Governance Structure.) The powers, requirements and procedures of the Council, Executive Committee, Church officers, boards, and committees are set out in Sections 7 through 11 of these Bylaws. All references in these Bylaws to “committees” refer only to the standing committees of the Church and not to the Executive Committee or to ad hoc committees.

6.0 CHURCH MEETINGS

6.1 Powers Reserved to Church Meetings

The following powers are reserved to the Members in Church Meetings:

- The calling of the Senior Minister and any Associate Ministers;
- Final action on any major program, including the adoption of the annual budget, subject to modification by the Council, and approval of the goals of any proposed fundraising campaign that exceed fifty percent of the annual operating budget;
- Annual elections of Church officers and board and committee chairs and members;
- Authorization to enter into any lease of Church property for more than a 3-year term, or to sell, convey, mortgage, encumber, or otherwise dispose of Church property with a value of more than \$100,000;
- Adoption and amendment of the Bylaws.

6.2 Annual Church Meeting

The annual Church Meeting (the “Annual Meeting”) shall be held on the second Sunday in February, immediately following the last worship service of the morning to receive an annual report, to adopt a budget and to elect Church officers and board and committee chairs and members for the ensuing year. No further notice of this meeting shall be required; however,

the proposed budget and slate of candidates, as recommended by the Council, shall be published to the Membership at least two weeks prior to the Annual Meeting. Candidates for officer and board and committee positions may also be proposed by any Member provided the candidate(s') names are submitted to the Clerk in sufficient time to allow the Clerk to publish them to the Membership at least two weeks prior to the Annual Meeting. Other business shall be acted upon at the Annual Meeting only if special notice has been published to the Membership at least two weeks in advance of such meeting, except that these Bylaws may be amended or revised at an Annual Meeting only in accordance with Section 6.4.

6.3 Special Church Meetings

Special Church Meetings may be convened on written call by the Council, Executive Committee, or Moderator. In addition, at least twenty percent of the Membership may send a written call for a special meeting to the Moderator. At least two weeks written notice, including the time, place, and purpose(s) of the meeting, shall be published to the Membership. The agenda of the meeting shall be limited to the purpose(s) that are included in the notice. Notwithstanding the foregoing, these Bylaws may be amended or revised at a Special Church Meeting only in accordance with Section 6.4.

6.4 Amending the Bylaws

These Bylaws may be amended or revised only at an Annual or Special Church Meeting by an affirmative vote of not less than two-thirds of those Members present in person or by proxy, assuming a quorum is present when the vote is taken and providing the text of the proposed amendment or revisions shall have been published with the call for the meeting or otherwise made available to the Membership at least thirty days prior to the meeting.

6.5 Procedures for Church Meetings

6.5.1 Quorum

A quorum consisting of fifteen percent of the then-current Membership as reported by the Clerk must be present at the Annual

Meeting and at any Special Church Meeting, either in person or by proxy, in order for the proceedings of such meeting to be valid.

6.5.2 Presence at Church Meeting Through Technology

A Member or proxy holder for a Member who attends a Church Meeting by any means of remote communication which provides such individual with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Membership, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings, is deemed to be present in person for all purposes including establishing a quorum and voting.

6.5.3 Voting

Each Member has one vote, which may be cast in person or by means of a proxy in substitution of a personal presence. Assuming a quorum is present when a vote is taken, a majority vote of the Members present in person or by proxy at any Church Meeting is required to decide any matter, except as otherwise provided in these Bylaws for calling and terminating a called minister or for amending the Bylaws.

6.5.4 Proxy Voting

A proxy shall be on a form provided by the Church and shall be completed in accordance with instructions contained on the Church-provided form. The availability of proxy forms shall be noticed in the call of any Special Church Meeting or, for the Annual Meeting, in the publication of the proposed budget and slate of candidates. Proxy forms shall be made available to Members who request them. If a proxy is submitted before a vote is taken, the Member submitting the proxy may withdraw the proxy at such Member's request if, in the opinion of the presiding officer, the voting process has not started

6.5.5 Publication of Notice

Notices to Members required by this Section 6.0 shall be deemed effectively published if contained in any Church bulletin, newsletter, e-blast or other written communication and when such communication is (a) mailed by the United States mail, postpaid and addressed to a Member's postal address shown on the Church's current records of the Membership, or (b) actually transmitted by electronic mail directed to the electronic mail address shown on the Church's current records of the Membership.

7.0 CHURCH COUNCIL

7.1 Council Composition

The Council shall be composed of the Moderator, Vice Moderator, Clerk, Treasurer, Assistant Treasurer, chair of each board and committee, and chair of the Stephen Ministry (or representatives of such chairs). The Senior Minister and Associate Ministers serve ex officio.

7.2 Council Responsibilities

7.2.1 Annual Budget

The Council shall receive and approve, disapprove, or modify the annual operating and capital budgets and all other budgets, as proposed by the Board of Trustees. After final approval, the Council shall submit the proposed annual operating and capital budgets to be voted on at the Annual Meeting. The Council must also receive and approve, disapprove, or modify all expenditures for capital and/or deviations from the budget that exceed two percent of the annual budget that are proposed by the Board of Trustees.

7.2.2 Approval of Nominees

The Council shall receive and approve, disapprove, or modify each recommendation for the annual slate of Church officers and board and committee chairs and membership, as proposed by the

Nominating Committee. After final approval (which shall occur no less than thirty days prior to the Annual Meeting), the Council shall submit the proposed slate of candidates to be voted on at the Annual Meeting.

7.2.3 Fundraising Campaigns

The Council shall coordinate fundraising campaigns. The goals of any proposed fundraising campaign that exceed fifty percent of the annual operating budget must be approved by the Council and the Members at a Church Meeting.

7.2.4 Changes to the Bylaws

The Council shall review any proposed changes to the Bylaws and recommend changes to the Members at a Church Meeting for approval.

7.2.5 Changes to the Boards

The Council shall have the authority to create and dissolve boards as deemed necessary for the fulfillment of the Church's mission.

7.3 Council Meetings

The Council shall meet at the discretion of the Moderator but must meet at least twice during each year.

7.4 Council's Executive Committee

7.4.1 Meetings

The Executive Committee of the Council shall meet as needed during the months the Council does not meet or at the discretion of the Moderator. All committees and boards shall report directly or indirectly to the Executive Committee.

7.4.2 Executive Committee Membership

The following Church leaders shall automatically serve on the Executive Committee: Moderator, Vice Moderator, chair of the

Board of Trustees, chairs of all other boards, Treasurer, and Clerk. In addition, one at-large member of the Executive Committee shall be selected from the Membership on an annual basis jointly by the Moderator and the Senior Minister. The Senior Minister shall be an ex officio member of this Committee. This Committee shall have no more than nine members. Spouses, partners, unmarried couples living in the same household and relatives living in the same household may not serve on the Executive Committee at the same time. If two related individuals are eligible then one must be replaced by a candidate chosen jointly by the Moderator and the Senior Minister, in consultation with the board chair when appropriate.

7.4.3 Executive Committee Responsibilities

The Executive Committee oversees the activities of Church boards, committees, advisory groups, and fellowship groups. The Executive Committee has administrative and oversight responsibility for all functions and activities of the Church, operates on behalf of the Members, and is the governing body of the Church between Church Meetings. The Executive Committee annually determines the spending policy percentage for the Church's unrestricted endowment funds, based on the recommendation of the Endowment Investment Committee, and annually determines the distribution of unrestricted endowment funds authorized for distribution pursuant to the spending policy percentage as well as the distributions, if any, from the restricted sub-funds of the endowment. With the exception of the duties given in these Bylaws to the Council and to the Members in Church Meetings, the Executive Committee is the final authority on behalf of the Members.

7.4.4 Deadlock

In those instances in these Bylaws where the Senior Minister and Moderator are required to make a decision jointly and are unable to make one, the Executive Committee shall make the decision.

8.0 OFFICERS

8.1 Moderator

The Moderator shall preside at all Church Meetings, serve as chair of the Council and the Executive Committee, and serve ex officio on all boards and committees. The Moderator shall serve as the mediator between the called ministers and the Membership for concerns not addressed by existing boards, committees, or structures.

The Moderator shall also serve as the president of the Church corporation and shall exercise the usual executive powers pertaining to the office of the president of a corporation, including but not limited to signing deeds, mortgages, bonds, contracts and other instruments, except when signing is expressly delegated by the Executive Committee or by these Bylaws to some other officer or agent of the Church. In performing all of the duties described in this section, the Moderator shall seek the advice and counsel of the Senior Minister.

8.2 Vice Moderator

The Vice Moderator shall assist the Moderator as requested and, if the Moderator is absent or unable to act, the Vice Moderator shall act in the Moderator's place and shall have all the powers and authority of the Moderator. The Vice Moderator shall serve ex officio on all boards and committees. The Vice Moderator shall also be a vice president of the Church corporation.

8.3 Chair of Board of Trustees

The Chair of the Board of Trustees shall be responsible for leading the Board of Trustees in the responsibilities outlined for such board under these Bylaws. The Chair of the Board of Trustees shall also be a vice president of the Church corporation.

8.4 Treasurer

The Treasurer shall have custody of all funds of the Church. The Treasurer shall ensure that all approved bills and salaries are paid as instructed by the

Executive Committee and that records and accounts that are usual and necessary shall be maintained and that financial statements and reports shall be prepared as may be requested from time to time by the Executive Committee. The Treasurer shall serve as a member of the Board of Trustees and, as the chair of such board's Budget and Finance Subcommittee, shall oversee the endowment investments and the tellers.

The Treasurer shall also be the treasurer of the Church corporation. The Treasurer shall be responsible for the oversight of all funds and investments of the Church corporation and shall ensure that regular books of accounts are kept. The Treasurer shall ensure that all funds and other valuable effects are deposited in the name of the Church corporation in such depositories as may be designated by the Board of Trustees and in general shall perform all of the duties incident to the office of the Treasurer.

8.5 Clerk

The Clerk shall be recording secretary of the Annual Meeting, any Special Church Meeting, and of the Council and Executive Committee meetings. The Clerk shall ensure that membership records, minutes of Church Meetings, minutes of Council and Executive Committee meetings are maintained and shall be responsible for all official records of the Church, including the minutes of all the board and committee meetings and copies of charters of all boards and committees. The Clerk may appoint a Church historian to assist in maintaining the historical records of the Church. The Clerk shall give notices of all meetings when necessary or required under these Bylaws or by law. For the sake of establishing quorums and maintaining proper practices, the Clerk shall be responsible for making sure membership rolls are current and making an annual membership report to the United Church of Christ.

The Clerk shall also be the secretary of the Church corporation. When requested by the Moderator or as required by law, the Clerk as secretary shall sign with the Moderator all deeds, bonds, contracts, and other obligations and instruments in the name of the Church corporation.

8.6 Assistant Treasurer

The Assistant Treasurer shall act in the absence of the Treasurer. The Assistant Treasurer shall serve as the chair of the Endowment Investment Committee and shall serve ex officio on the Board of Trustees and as a member of such board's Budget and Finance Subcommittee.

8.7 Election of Officers

The Officers shall be elected each year at the Annual Meeting for one-year terms. The Moderator and Vice Moderator shall not serve more than two consecutive terms. The Chair of the Board of Trustees, Treasurer, Clerk and Assistant Treasurer shall not serve more than six consecutive terms. Spouses, partners, unmarried couples living in the same household and relatives living in the same household may not be nominated or elected to serve as officers at the same time.

9.0 BOARDS

9.1 List of Boards

Major responsibility for achieving the Church's mission and ministry is assigned to its four boards: Board of Trustees, Board of Deacons, Board of Christian Education, and Board of Mission and Outreach. A Member may be a member of only one board at a time.

9.2 General Authority

9.2.1 Election of Chairs, Vice Chairs and Secretaries

Each board chair shall be elected each year at the Annual Meeting. Co-chairs may be elected, except for the Board of Trustees, but only one co-chair shall serve on the Executive Committee, the Council, and the Nominating Committee. The chair shall be responsible for determining when the board will meet. Each board shall elect a vice chair (unless there is a co-chair) and a secretary at its first meeting after the Annual Meeting.

9.2.2 Responsibilities

Each board shall:

1. Create and annually review and update a charter which shall include details of its functions, method of operation, and membership which shall not be inconsistent with the Bylaws and which is subject to approval by the Executive Committee.
2. Function in its areas of concern and responsibility within the policies and guidelines as determined by the Executive Committee and these Bylaws.
3. Communicate with, and be accountable to, the Executive Committee.
4. Be responsible for overseeing and supporting the work of its affiliated subcommittees. Each such subcommittee is responsible to the board with which it is affiliated.
5. Encourage Members and the broader Church congregation to grow in their faith, commitment, generosity, and involvement in the Church and the wider community.

9.3 Board of Trustees

The Board of Trustees shall be responsible to oversee all financial matters for the Church, allocate funds to support the Church's ministry and mission goals, oversee and protect the Church's real and personal property, and balance the financial well-being of the Church with the Church's call to ministry and mission.

9.4 Board of Deacons

The Board of Deacons is called to assist the clergy team with the conduct of worship, the distribution of communion, the handling of funerals and memorial services, as well as with the spiritual well-being and care of the Membership. The Board of Deacons shall also perform an annual review of the membership rolls in conjunction with the Clerk to consider whether

some should be moved to the inactive roll or removed from the rolls altogether as set out in Section 4.2.3 and Section 4.5.3.

9.5 Board of Christian Education

The Board of Christian Education shall have general responsibility for the nurturing and education of children, youth, and adults.

9.6 Board of Mission and Outreach

The Board of Mission and Outreach is called to promote and enhance the relationship between the Church's local and global mission partners and the Membership.

10.0 COMMITTEES AND GROUPS REPORTING TO THE EXECUTIVE COMMITTEE

10.1 Formation

There shall be standing committees and advisory groups of the Church which shall report directly or indirectly to the Executive Committee. The Executive Committee may create or dissolve standing committees and advisory groups. As these committees and advisory groups grow in size and scope, the Moderator, with the advice of the Senior Minister and the approval of Executive Committee, may ask these committees and/or groups either to report to the Executive Committee directly, or through one of the boards. These standing committees will in any event have a seat on the Council. From time to time Members may form fellowship groups around activities they wish to pursue. The Moderator, Senior Minister or Executive Committee may from time to time require fellowship groups to report to the Executive Committee directly or through one of the boards.

10.2 General Authority and Membership

10.2.1 Election of Chairs, Vice Chairs and Secretaries.

Each committee chair shall be elected each year at the Annual Meeting. Co-chairs may be elected, but only one shall serve on the Council. The chair shall be responsible for determining when the committee will meet. Each committee shall elect a vice chair (unless

there is a co-chair) and a secretary at its first meeting after the Annual Meeting.

10.2.2 Board of Trustees' Representatives on Committees

Because of its responsibilities for the Church's fiscal management, it is important for the Board of Trustees to have representatives on certain committees. From its members, the Board of Trustees shall annually nominate a representative to each of the Endowment Investment Committee, Human Resources Committee, Stewardship Committee, Bargain Box Steering Committee, and Music Committee. These nominations will be forwarded to the Nominating Committee to be added to their proposed slate before it is sent to the Council. Trustee Representatives elected by the Membership at the Annual Meeting shall be full voting members of the respective committee.

10.2.3 Responsibilities

Each committee shall:

1. Create and annually review and update a charter which shall include details of its functions, method of operation, and membership which shall not be inconsistent with the Bylaws and which is subject to approval by the Executive Committee.
2. Function in its areas of concern and responsibility within the policies and guidelines as determined by the Executive Committee and these Bylaws.
3. Communicate with, and be accountable to, the Executive Committee or specific boards as required.
4. Be responsible for overseeing and supporting the work of its affiliated subcommittees. Each such subcommittee is responsible to the committee with which it is affiliated.

5. Encourage Members and the broader Church congregation to grow in their faith, commitment, generosity and involvement in the Church and the wider community.

10.3 Development Committee

The Development Committee, in partnership with the Senior Minister, is charged with developing the overall strategy for endowment and special-project fundraising for the Church and coordinating with the Stewardship Committee on the annual stewardship campaign. This integrated approach includes responsibility for raising awareness of the variety of opportunities and vehicles by which gifts can be made to the Church including the Church's endowment funds. Additionally, the Development Committee will coordinate with the appropriate staff the depositing of endowment gifts in the Church's managed custodial accounts and acknowledge such gifts.

10.4 Endowment Investment Committee

The Endowment Investment Committee, chaired by the Assistant Treasurer, shall report to the Treasurer who shall apprise the Executive Committee as to the status and progress of the endowment investments. It shall be responsible for the selection, oversight, and monitoring of independent, outside professional investment management firm(s) in management of the Church's endowment funds. The Committee will provide the Treasurer with quarterly financial reports which shall be shared with the Board of Trustees and the Executive Committee. Based on the Church's Investment Policy Statement, the Committee will consider and recommend to the Treasurer and the Executive Committee the annual spending percentage.

10.5 Nominating Committee

10.5.1 Committee Composition

The Nominating Committee shall consist of eight Members. They shall be the newly elected chairs, or their designee, of each of the four boards and the immediate past Moderator or the Moderator's designee. In addition, the Moderator, in consultation with the Senior

Minister and with the approval of the Executive Committee, shall appoint three additional members from among the Membership. Spouses, partners, unmarried couples living in the same household, and relatives living in the same household may not serve on the Nominating Committee at the same time. If two related candidates are eligible then one must be replaced by a candidate chosen jointly by the Moderator and the Senior Minister.

10.5.2 Meetings

The Nominating Committee shall meet monthly or as often as necessary to assure the development of the Church lay leadership and provide nominations for the Annual Meeting.

10.5.3 Annual Slate

The Nominating Committee, in consultation with the Moderator and Senior Minister, shall annually nominate all Church officers, board chairs and committee chairs. The Nominating Committee shall also nominate individuals to be members of the boards and committees to fill openings. The Committee shall obtain acceptance from these nominees and submit their proposed slate to the Council more than thirty days prior to the Annual Meeting.

10.5.4 Interim Vacancies and Openings

The Nominating Committee shall submit candidates to the Executive Committee to fill any interim vacancies and openings occurring in any office of the Church or in any boards or committees; such appointees to hold office until the next Annual Meeting.

10.6 Human Resources Committee

The Human Resources Committee shall have the responsibility for recommending human resources policies and procedures for the Church, as well as the responsibility for advising the clergy and staff on all issues and processes related to human resources.

The chair and all committee members shall assure that all matters coming before the committee, and any deliberations in connection therewith, are kept in strict confidentiality. To maintain this, the Human Resources Committee cannot accept liaisons from other committees or boards, but shall accept a Trustee Representative from the Board of Trustees.

10.7 Social Committee

The purpose of the Social Committee is to provide opportunities for fellowship among Members and friends of the Church and to encourage the formation of fellowship groups.

10.8 Stewardship Committee

In partnership with the Senior Minister, the Stewardship Committee shall have the responsibility of creating an annual stewardship campaign and carrying it out with the Membership and the broader Church congregation, to assure that the financial needs of the Church are met.

10.9 Bargain Box Steering Committee

The mission of the Bargain Box Steering Committee shall be to recruit and train volunteer workers under the guidelines of the Manager/Director; recommend hours of operation; recommend to the appropriate staff person policies and practices that will ensure a profitable operation to help support the Church's ministry and mission. All funds earned by the Bargain Box, in excess of those needed for its operation, will be donated to the Board of Mission and Outreach.

10.10 Membership and Growth Committee

The mission of the Membership and Growth Committee shall be to develop and implement (as appropriate) plans to accomplish the following: (1) increase Church membership; (2) enhance new Member inclusion and education about the Church; and (3) communicate membership programs to the broader Church congregation and the community where appropriate.

10.11 Music Committee

The Music Committee shall be responsible for the Church's annual concert series and it shall oversee the Church's Music Gift Fund. It shall provide guidance on expenditures of the Music Gift Fund and the Church's music endowment. The Committee will strive for outstanding music programs to benefit the Membership and to further develop outreach to the community.

10.12 Justice Committee

The mission of the Justice Committee shall be to invite and empower Members and the broader Church congregation to support justice and peace through education.

10.13 Long Range Planning Advisory Group

The Long Range Planning Advisory Group, chaired by the Vice Moderator, shall consider future issues for the Church that are critical to the success of the Church's mission. These issues include advanced planning for the Church's property, assets, membership, financial sustainability, staffing, and governance. The Group is responsible for developing a strategy for accomplishing the Church's mission subject to approval by the Executive Committee and, when required by these Bylaws, by the Members. The Moderator and Vice Moderator shall be voting members by virtue of their offices. The Moderator and the Senior Minister shall appoint additional members of the Long Range Planning Advisory Group. The Long Range Planning Advisory Group shall have a charter and shall report to the Executive Committee.

11.0 PROCEDURAL MATTERS FOR COUNCIL, EXECUTIVE COMMITTEE AND ALL BOARDS AND COMMITTEES

11.1 Open Meetings

Any Member may attend any meeting of the Council, Executive Committee, boards or committees, except for meetings of the Human Resources Committee, any Pastor Relations Team, Stephen Ministry, the Nominating

Committee, and any ad hoc pastoral search committee formed in accordance with these Bylaws. Exceptions to these provisions are: meetings of the Council, Executive Committee, boards, and committees may be closed for executive sessions to consider (1) negotiation of real estate or business transactions if wider knowledge of such considerations would be likely to increase the cost or reduce the revenue to the Church; (2) matters relating to the employment of Church employees, such as evaluation of the qualifications of applicants, or the performance, salary discussions, evaluation, discipline, or dismissal of Church employees; (3) claims or potential claims against the Church or its employees or volunteers; (4) termination of the membership of any Member because of failure to engage in respectful behavior; and (5) any other matters as to which the applicable governing body believes a closed session is necessary to protect confidentiality or other legal concerns.

11.2 Attendance at Meetings

Attendance at all meetings of the Council, Executive Committee, boards or committees may be by physical presence or through the use of any means of communication by which all individuals participating may simultaneously hear each other during the meeting (whether or not this requires an administrator or host to recognize a participant before speaking). An individual participating in a meeting by such means of communication is deemed to be present in person at the meeting for all purposes including establishing a quorum and voting.

11.3 Quorum

Except as otherwise provided herein for special voting by email for boards and committees, a quorum consisting of a majority of the voting members of the Council, Executive Committee, or any board or committee must be present at any meeting of such body in order for the proceedings of such meeting to be valid.

11.4 Votes Required to Pass Actions

Assuming a quorum is present when a vote is taken, and except as otherwise provided in these Bylaws for actions by the Executive Committee to terminate a Member's membership or to remove a Church officer or board or committee member, for all meetings of the Council, Executive Committee, or any board or committee a majority vote of the voting members of such body who are present is required to decide any matter.

11.5 Special Voting Rules

11.5.1 Board and Committee Votes by Email

Notwithstanding the quorum and voting requirements of Sections 11.3 and 11.4, if any board or committee finds it necessary to secure approval of a measure before its next scheduled meeting, then a vote by email or similar mode may be taken and unanimous vote by such body's voting members obtained in such a manner shall constitute approval of such measure. The results of any such vote shall be recorded in the minutes of the next meeting of such body. The provisions of this Section shall not apply to meetings of the Council or the Executive Committee.

11.5.2 Ex Officio Members and Liaisons – No Voting Power

Church officers and called ministers shall perform their ex officio membership role on various boards and committees with a voice, but without voting powers. Similarly, liaisons to boards and committees from Church staff or from other boards and committees shall also have a voice but no voting powers.

11.6 Conflicts of Interest

All individuals serving on the Council, Executive Committee, boards and committees shall comply with the Conflicts of Interest policy of the Church.

11.7 Removal from Office

A Church officer or member of the Council, Executive Committee, or of a board, committee or advisory group may be removed if not less than two-thirds of all voting members of the Executive Committee, other than the subject individual, determine removal to be in the best interest of the Church.

11.8 Liaisons between Boards and Committees

When board or committee chairs feel their communications will be enhanced by having liaisons from other boards or committees, they may mutually agree to the assignment of or exchange of such persons as liaisons. Liaisons may serve on a temporary or annual basis. If a chair decides that a liaison should additionally have voting rights, then the candidate shall be submitted to the Nominating Committee and presented for election as a member of such board or committee pursuant to these Bylaws. However, in accordance with Section 9.1, the foregoing shall not result in any Member being a member of two boards concurrently.

12.0 MINISTERS AND CHURCH EMPLOYEES

12.1 Senior Minister

The Senior Minister shall preach the Gospel, administer the sacraments, and conduct the worship services of the Church in consultation with, and in cooperation with, the Board of Deacons. The Senior Minister shall provide for the spiritual and financial welfare of the Church and for those whom it serves, coordinate the activities of the various structures of Church life, and serve as the administrative head of the Church's employees, except to the extent otherwise provided in these Bylaws.

The Senior Minister shall be empowered to employ such staff, including Assistant Ministers, as are needed for the efficient operation of the Church, in consultation with the Board of Trustees if the position is not budgeted and in consultation with the Executive Committee in the case of an Assistant

Minister. The Senior Minister shall be an ex officio member of all organizations in the life of the Church.

The Senior Minister may terminate non-called Church employees in accordance with the NUCC Employee Handbook and any other relevant human resource policies of the Church. Notwithstanding the foregoing, the termination of non-called Church employees holding the following key staff positions – any Assistant Minister, the individual in charge of music for the Church, the individual in charge of Christian education, and the individual serving as an operations manager - are subject to the following requirements. All such decisions must be made jointly with the Moderator and, in the case of music in consultation with the chair of the Music Committee, in the case of Christian education in consultation with the chair of the Board of Christian Education, and in the case of the operations manager in consultation with the chair of the Board of Trustees.

12.2 Associate Minister

Associate Minister positions may be filled to serve the Church as needed. Associate Ministers shall all be called positions, and the duties shall be determined by the Senior Minister. Associate Ministers shall be ex officio members of the Council and such organizations in the life of the Church as assigned by the Senior Minister.

12.3 Stephen Ministry

The mission of the Stephen Ministry is to involve lay people in the caring ministry of the Christian church.

12.4 Call and Terms of Service

In keeping with the traditions of the United Church of Christ, the Senior Minister and Associate Ministers are called by the Members. The Moderator shall appoint an ad hoc pastoral search committee for each call of a Senior Minister and the Moderator and Senior Minister shall appoint an ad hoc pastoral search committee for each call of an Associate Minister. In all cases, the ad hoc pastoral search committee shall represent the Membership and shall be approved by the Executive Committee. The ad hoc pastoral search

committee will select a single candidate for a vacant position and, in consultation with the Board of Trustees regarding benefits and compensation, present this candidate for the approval of the Executive Committee. If approved, the Executive Committee shall then present the candidate to the Membership for a vote at a Church Meeting. If a quorum is present when the vote is taken, the affirmative vote of not less than two-thirds of the Members present at such a meeting shall constitute a call. If the candidate accepts the call of the Church, the Florida Conference of the United Church of Christ will be notified concerning the terms of the call. The Senior Minister and Associate Ministers shall be elected for an indefinite period.

12.5 Resignation, Retirement and Termination of the Called Clergy

The call of a minister may end through resignation in accordance with the terms of the minister's call agreement, retirement, or by the action of a Special Church Meeting called for that purpose. If a quorum is present when the vote is taken, the affirmative vote of not less than two-thirds of the Members present at such a meeting shall be required to terminate a called minister.

12.6 Interim Ministry

When a vacancy occurs in the office of Senior Minister or Associate Minister, the Executive Committee will secure the services of an Interim Senior Minister or Interim Associate Minister as needed. The need for and duties of these interim ministers shall be determined by the Executive Committee.

12.7 Relatives of Church Employees

No spouse, partner, child, or person in the same household of a current Church employee (full time, part time or contract) may serve as an officer, or on the Executive Committee or as a chair of a board, nor can any of these persons serve on a board or committee that has programmatic oversight, fiduciary oversight, or management of the area in which the employee works.

12.8 Pastor Relations Teams

A Pastor Relations Team shall be established for each called minister. Each of these teams serves in two primary ways. As an advisory group to the minister, it shares ideas, expectations, and concerns of the Membership. As support for the minister, the team interprets roles, functions, and needs of the minister to the Membership. These teams are the Church's fundamental support groups for the called ministers. Members of a called minister's team shall be appointed jointly by the called minister and the Moderator. The Pastor Relations Teams shall each have a charter.

13.0 BONDING OF OFFICERS AND FINANCIAL AUDITS OF ACCOUNTS

The Treasurer, Assistant Treasurer, tellers, and all signatories to any financial account shall be bonded at the expense of the Church in such amounts as the Board of Trustees shall determine. A formal audit, performed by a licensed firm, shall be conducted annually under the direction of the Treasurer and the Board of Trustees.

14.0 PARLIAMENTARY AUTHORITY

The most recent edition of Robert's Rules of Order Newly Revised shall govern the procedure of the Church in all cases not provided for in these Bylaws.

15.0 HOLDING OF PROPERTY

The Church may, in its corporate name, acquire by purchase, gift, devise, bequest or otherwise, and may own, hold, invest, reinvest, or dispose of property both real and personal for such work as the Church may undertake. The Church may purchase, own, receive, hold, manage, sell, assign, lease, transfer, or convey such property for the general purposes of the Church.

16.0 DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Church, the Church's endowment funds shall be transferred as provided in any specific gift or bequest, and all other

assets of the Church, unless otherwise determined by the Membership, shall be transferred to the United Church of Christ Florida Conference or its successor for the work of the church.

17.0 TAX-EXEMPT STATUS

In order to maintain its status as a tax-exempt organization, the Church shall ensure: it is organized and operated exclusively for religious, educational and other charitable purposes; its net earnings do not inure to the benefit of any private individual; no substantial part of its activity is attempting to influence legislation; and it does not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Adopted: 5/10/1992

Amended: 1/28/1996; 4/9/2000; 1/28/2001; 1/25/2004; 1/22/2006; 1/25/2009; 1/27/2013; 1/26/2015; 1/28/2018, 1/24/2021; 2/13/2022; 2/12/2023; 2/11/2024.

Appendix A

Statement of Faith

The following Statement of Faith is not a test but an expression of the spirit in which the Church interprets the word of God:

We believe in you, O God, the Eternal Spirit, God of our Savior Jesus Christ and our God, and to your deeds we testify:

You call the worlds into being, create persons in your own image, and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will, declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior, you have come to us and shared our common lot, conquering sin and death and reconciling the world to yourself.

You bestow upon us your Holy Spirit, creating and renewing the church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races.

You call us into your Church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the Gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in his passion and victory.

You promise to all who trust you forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, your presence in trial and rejoicing, and eternal life in your realm which has no end.

Blessing and honor, glory and power be unto you. Amen.

[This Statement of Faith was approved by the Executive Council of the United Church of Christ in 1981.]

Apostles' Creed

I believe in God,

the Father almighty,

Creator of heaven and earth.

I believe in Jesus Christ, his only Son, our Lord.

He was conceived by the power of the Holy Spirit and born of the Virgin Mary.

He suffered under Pontius Pilate, was crucified, died, and was buried.

He descended to the dead.

On the third day he rose again.

He ascended into heaven and is seated at the right hand of the Father.

He will come again to judge the living and the dead.

I believe in the Holy Spirit,

the holy catholic church,

the communion of saints,

the forgiveness of sins,

the resurrection of the body,

and the life everlasting.

Amen.

Appendix B – Church Governance Structure

Members

Church Council

Moderator, Vice Moderator, Clerk, Treasurer, Asst. Treasurer, Chair of each Board and Committee, Chair of Stephen Ministry
Ex Officio: Senior Minister and other Called Ministers

Executive Committee (9 Members Maximum)

Moderator, Vice Moderator, Chair of Trustees, Chair of Other Boards, Clerk, Treasurer, One At-Large Member
Ex Officio: Senior Minister

Committees

Development

Music

Nominating (8)
Chairs of
Trustees,
Deacons,
Missions,
Christian
Education,
Immediate
Former
Moderator, 3
Members

Human
Resources

Endowment
Investment
(Reports to
Treasurer)

Stewardship

Justice

Social

Membership &
Growth

Bargain Box
Steering

Boards

Trustees

Deacons

Christian
Education

Mission &
Outreach

Advisory Groups & Teams

Long-Range Planning Advisory
Group

Pastor Relations Teams
(1 per Called Minister)

Officers

Moderator
Vice Moderator
Chair of Board of Trustees
Treasurer
Clerk
Assistant Treasurer